

P99 0000036812

Donald L. Brooks, P.A.

Attorney at Law

Crystal Tree Plaza

1201 U.S. Highway One, Suite 415
North Palm Beach, Florida 33408

Telephone (561) 694-1650
Facsimile (561) 627-2288

April 19, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 22 PM 2:01

APPROVED
AND
FILED

Corporate Records Bureau
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: 1:50 Articles of Incorporation for
AQUARIUS REAL ESTATE, INC.
Our File No.: 9-2914

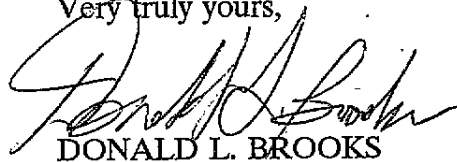
900002847849--4
-04/22/99--01076--009
*****70.00 *****70.00

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation for AQUARIUS REAL ESTATE, INC., and my check for \$70.00 to cover the filing fees. Please return a conformed copy of the Articles of Incorporation in the envelope provided.

If you need anything further, please let us know.

Very truly yours,


DONALD L. BROOKS

DLB:ab
Enclosures

Will wait

ajc
4/22

ARTICLES OF INCORPORATION
OF
AQUARIUS REAL ESTATE, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act.

ARTICLE ONE

CORPORATE NAME

The name of the corporation is AQUARIUS REAL ESTATE, INC.

ARTICLE TWO

DURATION

The duration of the corporation shall be perpetual.

ARTICLE THREE

PURPOSE

The purposes for which the corporation has been formed are any and all lawful business permitted under the laws of the State of Florida.

ARTICLE FOUR

CAPITAL STOCK AND PREEMPTIVE RIGHTS

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000) shares of common stock having a par value of \$1.00 each. The Corporation elects to have preemptive rights for its shareholders.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 22 PM 2:01

APPROVED
AND
FILED

ARTICLE FIVE

PRINCIPAL OFFICE

The mailing address of the principal office of the corporation is 8735 N. Virginia Avenue, Palm Beach Gardens, FL 33418.

ARTICLE SIX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1201 U.S. One, Suite 415, North Palm Beach, FL 33408. The registered agent at that address is Donald L. Brooks.

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS/OFFICERS

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or decreased from time to time by the By-Laws adopted by the corporation. The names and addresses of the initial directors and officers are:

<u>NAME</u>	<u>ADDRESS</u>
Joseph W. Porten III	8735 N. Virginia Avenue Director/President Palm Beach Gardens, FL 33418

ARTICLE EIGHT

INCORPORATORS

The name and address of the Incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Joseph W. Porten III	8735 N. Virginia Avenue Palm Beach Gardens, FL 33418

ARTICLE NINE

BY-LAWS

The power to adopt the initial By-Laws shall be vested in the directors. The power to amend or repeal the By-Laws, or adopt new By-Laws is reserved to the shareholders by the vote or written consent of the holders of 66 2/3% of the voting rights of the outstanding shares.

ARTICLE TEN

INDEMNIFICATION

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE ELEVEN

AMENDMENT

These Articles of Incorporation may be amended by resolution adopted by the Board of Directors and presented to and approved at a meeting of shareholders by the holders of a majority of the voting rights of the outstanding shares entitled to vote, or may be amended by all of the directors and all of the shareholders signing a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE TWELVE

COMMENCEMENT OF CORPORATE EXISTENCE


Corporate existence shall be deemed to commence on the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed these
Articles of Incorporation this 20 day of April, 1999.

I am familiar with and
accept the duties and
responsibilities as Registered
Agent for this corporation.

AQUARIUS REAL ESTATE, INC.

JOSEPH W. PORTEN III
INCORPORATOR


DONALD L. BROOKS,
REGISTERED AGENT


STATE OF FLORIDA

COUNTY OF PALM BEACH

99 APR 22 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

The foregoing instrument was acknowledged before me this 20th day of April, 1999,
by Joseph W. Porten III, as Incorporator, who is personally known to me, or who has
produced 9635-499-57-120-0 as identification.


Notary Public

My Commission Expires:

